

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Obj. Deadline: June 10, 2025 at 4:00 p.m. (ET)**

**SUMMARY OF MONTHLY FEE APPLICATION OF KROLL  
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE  
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD FROM APRIL 1, 2025 THROUGH APRIL 30, 2025**

Name of Applicant:

Kroll Restructuring Administration LLC  
("Kroll")

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

December 16, 2024, effective as of  
November 3, 2024

Period for which compensation and  
reimbursement is sought:

April 1, 2025 through April 30, 2025  
(the "**Fee Period**")

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Amount of compensation sought as  
actual, reasonable and necessary:

\$41,734.80 (of which Kroll seeks payment  
of 80% or \$33,387.84)

Amount of expense reimbursement sought  
as actual, reasonable and necessary:

\$0.00

**Total amount to be paid at this time: \$33,387.84**

This is a:   X   monthly            final application.

The total time expended for the preparation of Kroll's monthly fee application is approximately 3 hours. The corresponding compensation is not included herein but will be requested in a future application.

**Prior Interim Application**

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid	
		Fees	Expenses	Fees	Expenses
3/17/25 ECF No. 1121	11/3/24- 1/31/25	\$17,494.80	\$0.00	\$17,494.80	\$0.00

**Prior Monthly Applications**

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
2/26/25 ECF No. 1031	11/3/24- 1/31/25	\$17,494.80	\$0.00	\$17,494.80	\$0.00	N/A
3/21/25 ECF No. 1150	2/1/25- 2/28/25	\$24,231.60 (payment of 80% or \$19,385.28)	\$0.00	\$19,385.28 (80% of \$24,231.60)	\$0.00	\$4,846.32
5/1/25 ECF No. 1373	3/1/25- 3/31/25	\$49,006.00 (payment of 80% or \$39,204.80)	\$0.00	\$39,204.80 (80% of \$49,006.00)	\$0.00	\$9,801.20

**Summary of Hours Billed by Kroll Employees During the Fee Period**

Kroll Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Brunswick, Gabriel	Managing Director	0.90	\$300.00	\$270.00
Archbell, Tiffany	Director of Solicitation	11.10	\$275.00	\$3,052.50
Johnson, Craig	Director of Solicitation	6.50	\$275.00	\$1,787.50
Kesler, Stanislav	Director of Solicitation	31.20	\$275.00	\$8,580.00
Lonergan, Senan L	Director of Solicitation	1.60	\$275.00	\$440.00
Orchowski, Alex T	Director of Solicitation	0.20	\$300.00	\$55.00

Kroll Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Sharp, David	Director of Solicitation	0.30	\$275.00	\$82.50
Corr, Stacey	Director	0.30	\$275.00	\$79.50
Adbul Hakeem, Shakir	Solicitation Consultant	6.00	\$275.00	\$1,410.00
Brodeur, Sarah	Solicitation Consultant	3.40	\$275.00	\$799.00
Brown, Mark M	Solicitation Consultant	4.70	\$275.00	\$1,104.50
Crowell, Messiah L	Solicitation Consultant	43.40	\$275.00	\$10,199.00
DePalma, Greg R	Solicitation Consultant	6.10	\$265.00	\$1,433.50
Gache, Jean	Solicitation Consultant	13.50	\$235.00	\$3,172.50
Greeley, Emma	Solicitation Consultant	3.80	\$235.00	\$893.00
Lewenson, Justin	Solicitation Consultant	5.20	\$235.00	\$1,222.00
Sarmiento, Kevin	Solicitation Consultant	5.00	\$235.00	\$1,175.00
Taatjes, Hayden S	Solicitation Consultant	51.60	\$235.00	\$12,126.00
Lim, Rachel	Senior Consultant	0.80	\$235.00	\$164.00
Gorina, Anastasia	Consultant	1.20	\$235.00	\$228.00
Kouskorskaya, Yaroslava	Consultant	2.10	\$235.00	\$399.00
Markesinis, Ioannis	Consultant	2.10	\$235.00	\$399.00
Pagan, Chanel C	Consultant	6.20	\$235.00	\$1,178.00
Dedhia, Nidhi	Consultant	0.40	\$205.00	\$74.00
Namal, Soundarya	Consultant	0.60	\$190.00	\$111.00
Gurav, Avdhut	Consultant	4.80	\$190.00	\$816.00
More, Namrata	Consultant	4.20	\$190.00	\$714.00
Poblete, Camille	Consultant	1.20	\$190.00	\$204.00
	<b>Total:</b>	<b>218.40</b>		<b>\$52,168.50<sup>2</sup></b>
	<b>Blended Rate</b>		<b>\$238.87</b>	

**Summary of Fees Billed by Subject Matter During the Fee Period**

Matter Description	Total Hours	Total Fees Requested
Ballots	93.80	\$21,056.00
Call Center / Credit Inquiry	46.90	\$11,673.50
Corporate Actions	17.10	\$4,358.50
Disbursements	12.60	\$3,181.00
Retention / Fee Application	1.20	\$349.50
Solicitation	46.80	\$11,550.00
	<b>218.40</b>	<b>\$52,168.50<sup>3</sup></b>

**Summary of Expenses Incurred During the Fee Period**

Description	Total Expenses Requested
N/A	\$0.00
<b>Total:</b>	<b>\$0.00</b>

<sup>2, 3</sup> This amount has been discounted to \$41,734.80 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$191.09.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
FRANCHISE GROUP, INC., <i>et al.</i> , <sup>1</sup>	Case No. 24-12480 (LSS)
Debtors.	(Jointly Administered)
	<b>Obj. Deadline: June 10, 2025 at 4:00 p.m. (ET)</b>

**MONTHLY FEE APPLICATION OF KROLL  
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE  
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD FROM APRIL 1, 2025 THROUGH APRIL 30, 2025**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to Franchise Group, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), files this monthly fee application (this “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (as may be amended, modified,

<sup>1</sup> T The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

or supplemented, the “**Local Bankruptcy Rules**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [Docket No. 353] (the “**Interim Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from April 1, 2025 through April 30, 2025 (the “**Fee Period**”). In support of this Application, Kroll respectfully represents as follows:

**Preliminary Statement**

1. Pursuant to this Application, Kroll seeks allowance and approval of aggregate fees in the amount of \$41,734.80 (of which Kroll seeks payment of 80% or \$33,387.84) and reimbursement of expenses in the amount of \$0.00.

2. On December 16, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date* [Docket No. 447], which authorized the Debtors to retain Kroll as administrative advisor in these chapter 11 cases effective as of the Petition Date (as defined below). In addition, pursuant to the Interim Compensation Order, the Court authorized Kroll to file this Application for monthly compensation and authorized the Debtors to compensate Kroll in accordance with the procedures set forth therein, in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and such other procedures as may be fixed by order of the Court.

3. Pursuant to the Interim Compensation Order, upon the expiration of the Objection Deadline (as defined in the Interim Compensation Order), the Debtors are authorized and directed to pay Kroll an amount equal to the lesser of: (a) 80% of the fees and 100% of the expenses requested in this Application; or (b) 80% of the fees and 100% of the expenses requested in this Application that are not subject to an Objection (as defined in the Interim Compensation Order).

**Jurisdiction**

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

**Background**

7. On November 3, 2024 (the “**Petition Date**”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been appointed in these chapter 11 cases. On November 19, 2024, the Office of the United States Trustee for the District of Delaware appointed a committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 188].

**Relief Requested**

8. By this Application, Kroll requests (a) allowance and approval of aggregate fees in the amount of \$41,734.80 (of which Kroll seeks payment of 80% or \$33,387.84) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

**Compliance with the Interim Compensation Order**

9. Kroll has prepared this Application in accordance with the procedures set forth in the Interim Compensation Order. During the Fee Period, Kroll professionals billed a total of

218.40 hours for which compensation is requested. Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

10. Further, **Exhibit A** hereto: (a) identifies each individual that rendered services to the Debtors during the Fee Period; (b) describes each activity or service that such individual performed and categorizes those services by subject matter; (c) states the number of hours (in increments of tenths of an hour) spent by such individual providing the services; and (d) as applicable, lists the amount and type of expenses incurred.

#### **Summary of Professional Services Rendered**

11. The professional services that Kroll rendered during the Fee Period are grouped by subject matter and summarized as follows:

- **Ballots**

Fees: \$21,056.00; Hours: 93.80

Ballots services provided included processing incoming ballots, including receiving, reviewing and analyzing incoming ballots for timeliness and validity, inputting ballots into the voting database and auditing same, and providing technical support for processing of electronically filed ballots.

- Call Center / Credit Inquiry

Fees: \$11,673.50; Hours: 46.90

Call Center / Credit Inquiry services provided included: (a) responding to creditor inquiries regarding solicitation; and (b) performing quality assurance reviews of inquiry responses.

- Corporate Actions

Fees: \$4,358.50; Hours: 17.10

Corporate Actions services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding the equity registration event; and (b) reviewing and revising the equity registration event form.

- Disbursements

Fees: \$3,181.00; Hours: 12.60

Disbursements services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding distributions; and (b) reviewing the plan and other documents in connection with upcoming distributions.

- Retention / Fee Application

Fees: \$349.50; Hours: 1.20

Retention / Fee Application services provided included drafting, reviewing, revising and filing Kroll's monthly fee application filed at Docket No. 1373.

- Solicitation

Fees: \$11,550.00; Hours: 46.80

Solicitation services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding solicitation of the Debtors' plan; (b) preparing preliminary voting reports for circulation to the Debtors' professionals; (c) preparing the voting



declaration; (d) reviewing, analyzing and revising the governmental re-solicitation materials; and  
(e) preparing plan class reports for the governmental re-solicitation.

**Summary of Expenses Incurred**

12. Kroll is not currently aware of any actual and necessary expenses incurred during the Fee Period in rendering the services described herein.

**Representations and Reservation of Rights**

13. The undersigned has reviewed the requirements of Local Bankruptcy Rule 2016-1 and hereby attests that this Application conforms to such requirements.

14. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. Kroll reserves the right to make further application to the Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order.

**Notice**

15. Kroll has provided notice of this Application to all parties required to receive such notice under the Interim Compensation Order. In light of the nature of the relief requested herein, Kroll respectfully submits that no further notice is necessary.

**Conclusion**

**WHEREFORE**, pursuant to the Interim Compensation Order, Kroll requests:

(i) allowance and approval of aggregate fees in the amount of \$41,734.80 (of which Kroll seeks payment of 80% or \$33,387.84) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Dated: May 20, 2025  
New York, New York

/s/ Gabriel Brunswick  
Gabriel Brunswick  
Associate General Counsel  
Kroll Restructuring Administration LLC  
1 World Trade Center, 31st Floor  
New York, NY 10007  
Phone: (212) 257-5450  
gabriel.brunswick@kroll.com

*Administrative Advisor to the Debtors*

**VERIFICATION**

STATE OF NEW YORK            )  
  )    SS:  
COUNTY OF NEW YORK        )

I, Gabriel Brunswick, after being duly sworn according to law, depose and say:

1. I am the Associate General Counsel of Kroll Restructuring Administration LLC.
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.
4. I have reviewed the requirements of Local Rule 2016-1 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.



\_\_\_\_\_  
Gabriel Brunswick

SWORN TO AND SUBSCRIBED before me this 20th day of May, 2025.

/s/ Cindy C. Hosein-Mohan  
Notary Public, State of New York  
No. 01HO6295177  
Qualified in Nassau County  
Commission Expires December 30, 2025

**Exhibit A**

**Fee Detail**



### Hourly Fees by Employee through April 2025

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AVG	Gurav, Avdhut	CO - Consultant	4.80	\$170.00	\$816.00
NMOR	More, Namrata	CO - Consultant	4.20	\$170.00	\$714.00
CAPO	Poblete, Camille	CO - Consultant	1.20	\$170.00	\$204.00
NDE	Dedhia, Nidhi	CO - Consultant	0.40	\$185.00	\$74.00
SON	Namal, Soundarya	CO - Consultant	0.60	\$185.00	\$111.00
AGOR	Gorina, Anastasia	CO - Consultant	1.20	\$190.00	\$228.00
YK	Kouskorskaya, Yaroslava	CO - Consultant	2.10	\$190.00	\$399.00
IMA	Markesinis, Ioannis	CO - Consultant	2.10	\$190.00	\$399.00
CCP	Pagan, Chanel C	CO - Consultant	6.20	\$190.00	\$1,178.00
RACL	Lim, Rachel	SC - Senior Consultant	0.80	\$205.00	\$164.00
SHAH	Adbul Hakeem, Shakir	SA - Solicitation Consultant	6.00	\$235.00	\$1,410.00
SABR	Brodeur, Sarah	SA - Solicitation Consultant	3.40	\$235.00	\$799.00
MMB	Brown, Mark M	SA - Solicitation Consultant	4.70	\$235.00	\$1,104.50
MLC	Crowell, Messiah L	SA - Solicitation Consultant	43.40	\$235.00	\$10,199.00
GRD	DePalma, Greg R	SA - Solicitation Consultant	6.10	\$235.00	\$1,433.50
JGA	Gache, Jean	SA - Solicitation Consultant	13.50	\$235.00	\$3,172.50
EGR	Greeley, Emma	SA - Solicitation Consultant	3.80	\$235.00	\$893.00
JUL	Lewenson, Justin	SA - Solicitation Consultant	5.20	\$235.00	\$1,222.00
KESA	Sarmiento, Kevin	SA - Solicitation Consultant	5.00	\$235.00	\$1,175.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	51.60	\$235.00	\$12,126.00
STCO	Corr, Stacey	DI - Director	0.30	\$265.00	\$79.50
TAR	Archbell, Tiffany	DS - Director of Solicitation	11.10	\$275.00	\$3,052.50
CJ	Johnson, Craig	DS - Director of Solicitation	6.50	\$275.00	\$1,787.50
STK	Kesler, Stanislav	DS - Director of Solicitation	31.20	\$275.00	\$8,580.00
SLL	Lonergan, Senan L	DS - Director of Solicitation	1.60	\$275.00	\$440.00

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ATO	Orchowski, Alex T	DS - Director of Solicitation	0.20	\$275.00	\$55.00
DS	Sharp, David	DS - Director of Solicitation	0.30	\$275.00	\$82.50
GB	Brunswick, Gabriel	MD - Managing Director	0.90	\$300.00	\$270.00
<b>TOTAL:</b>			<b>218.40</b>		<b>\$52,168.50</b>

**Hourly Fees by Task Code through April 2025**

<b><u>Task Code</u></b>	<b><u>Task Code Description</u></b>	<b><u>Hours</u></b>	<b><u>Total</u></b>
BALL	Ballots	93.80	\$21,056.00
CORP	Corporate Actions	17.10	\$4,358.50
DISB	Disbursements	12.60	\$3,181.00
INQR	Call Center / Creditor Inquiry	46.90	\$11,673.50
RETN	Retention / Fee Application	1.20	\$349.50
SOLI	Solicitation	46.80	\$11,550.00
<b>TOTAL:</b>		<b>218.40</b>	<b>\$52,168.50</b>

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**Time Detail**

<b><u>Date</u></b>	<b><u>Emp</u></b>	<b><u>Title</u></b>	<b><u>Description</u></b>	<b><u>Task</u></b>	<b><u>Hours</u></b>
04/01/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.30
04/01/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.10
04/01/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.70
04/02/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.80
04/02/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.50
04/02/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.30
04/02/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.90
04/02/25	MMB	SA	Confer with H. Taatjes (Kroll) regarding solicitation	Solicitation	0.10
04/02/25	MMB	SA	Review correspondence with H. Taatjes (Kroll) and Z. Ben-Shahar and B. Nakhaimousa (Kirkland) regarding solicitation	Solicitation	0.10
04/02/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.30
04/02/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.20
04/02/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.40
04/03/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.10
04/03/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.10
04/03/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.20
04/03/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.10
04/03/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.40
04/04/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.80
04/04/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.20
04/04/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.10
04/04/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.10
04/04/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	2.80
04/04/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.80
04/04/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.30
04/04/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.40
04/07/25	HST	SA	Create and format preliminary voting report for circulation	Solicitation	1.20

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			to case professionals		
04/07/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.20
04/07/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.40
04/07/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.30
04/07/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.40
04/07/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.60
04/08/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.60
04/08/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.30
04/08/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.30
04/08/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.10
04/08/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.20
04/08/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.80
04/09/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.80
04/09/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.10
04/09/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	2.10
04/09/25	MMB	SA	Review correspondence with H. Taatjes (Kroll), M. Cadavid (Paul) and Z. Ben-Shahar (Kirkland) regarding solicitation	Solicitation	0.20
04/09/25	NDE	CO	Input incoming ballot information into voting database	Ballots	0.30
04/09/25	NMOR	CO	Input incoming ballot information into voting database	Ballots	0.50
04/09/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.10
04/09/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.80
04/09/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.40
04/10/25	CCP	CO	Input incoming ballot information into voting database	Ballots	0.10
04/10/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.80
04/10/25	HST	SA	Prepare vote declaration	Solicitation	1.80
04/10/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.00
04/10/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.30
04/10/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.10
04/10/25	MMB	SA	Review correspondence with H. Taatjes (Kroll) and Z. Ben-Shahar (Kirkland) regarding solicitation	Solicitation	0.10
04/10/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.30
04/10/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.60



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04/11/25	ATO	DS	Confer with C. Johnson and S. Kesler (Kroll) re status of draft voting declaration	Solicitation	0.10
04/11/25	CJ	DS	Confer with A. Orchowski and S. Kesler (Kroll) re status of draft voting declaration	Solicitation	0.10
04/11/25	CJ	DS	Conduct quality assurance review of tabulation and reporting of voting results	Solicitation	0.60
04/11/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.80
04/11/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.30
04/11/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.80
04/11/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.80
04/11/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.40
04/11/25	STK	DS	Confer with A. Orchowski and C. Johnson (Kroll) re status of draft voting declaration	Solicitation	0.10
04/11/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.30
04/14/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.20
04/14/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.40
04/14/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.20
04/14/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.20
04/14/25	MMB	SA	Review correspondence with H. Taatjes (Kroll), M. Cadavid (Paul) and Z. Ben-Shahar (Kirkland) regarding solicitation	Solicitation	0.20
04/15/25	AVG	CO	Input incoming ballot information into voting database	Ballots	0.40
04/15/25	GB	MD	Draft monthly fee application	Retention / Fee Application	0.90
04/15/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.50
04/15/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.00
04/15/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.10
04/15/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.50
04/15/25	MMB	SA	Confer with Z. Steinberg (Kroll) regarding solicitation	Solicitation	0.10
04/15/25	MMB	SA	Review correspondence with H. Taatjes (Kroll), A. Ramdath (Guggenheim) and Z. Ben-Shahar and M. Levine (Kirkland) regarding solicitation	Solicitation	0.20
04/16/25	CCP	CO	Input incoming ballot information into voting database	Ballots	0.60
04/16/25	CJ	DS	Coordinate with H. Taatjes and M. Brown (Kroll) re distribution provision set forth in supplemental disclosure statement	Disbursements	0.20
04/16/25	CJ	DS	Review and revise draft re-solicitation materials	Solicitation	0.70
04/16/25	GRD	SA	Quality assurance review of incoming ballots	Ballots	1.40

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04/16/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	3.80
04/16/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
04/16/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.80
04/16/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.30
04/16/25	MMB	SA	Confer with H. Taatjes (Kroll) regarding solicitation	Solicitation	0.10
04/16/25	MMB	SA	Quality assurance review of draft disclosure statement supplement	Solicitation	1.70
04/16/25	MMB	SA	Review correspondence with H. Taatjes and C. Johnson (Kroll) and Z. Ben-Shahar, J. Raphael and M. Levine (Kirkland) regarding solicitation	Solicitation	0.20
04/16/25	NDE	CO	Input incoming ballot information into voting database	Ballots	0.10
04/17/25	AVG	CO	Input incoming ballot information into voting database	Ballots	0.80
04/17/25	CJ	DS	Review distribution related provisions in plan in preparation for upcoming distribution	Disbursements	0.80
04/17/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.40
04/17/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.40
04/17/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.10
04/17/25	MMB	SA	Review correspondence with H. Taatjes (Kroll) and S. Osborne (Kirkland) regarding solicitation	Solicitation	0.10
04/17/25	NMOR	CO	Input incoming ballot information into voting database	Ballots	0.70
04/17/25	SHAH	SA	Review emails and documents related to distributions	Disbursements	0.80
04/18/25	CCP	CO	Input incoming ballot information into voting database	Ballots	1.00
04/18/25	EGR	SA	Coordinate with S. Hakeem and K. Sarimento (Kroll) re Plan review	Corporate Actions	2.20
04/18/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.50
04/18/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.30
04/18/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.80
04/18/25	JUL	SA	Quality assurance review of incoming ballots	Ballots	0.70
04/18/25	KESA	SA	Review Plan and prepare Plan distribution matrix	Corporate Actions	4.00
04/18/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.20
04/18/25	SHAH	SA	Review emails and documents related to distributions	Disbursements	2.20
04/21/25	AVG	CO	Input incoming ballot information into voting database	Ballots	0.10
04/21/25	CCP	CO	Input incoming ballot information into voting database	Ballots	1.50
04/21/25	CJ	DS	Monitor ongoing collection of ballots and tabulation and conduct quality assurance review thereof	Solicitation	0.70
04/21/25	EGR	SA	Review Plan and documents related to distributions	Disbursements	1.60

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04/21/25	GRD	SA	Quality assurance review of incoming ballots	Ballots	2.90
04/21/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.90
04/21/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.00
04/21/25	HST	SA	Prepare vote declaration	Solicitation	1.40
04/21/25	IMA	CO	Input incoming ballot information into voting database	Ballots	0.40
04/21/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.60
04/21/25	KESA	SA	Prepare for and participate in telephone conference with E. Greeley (Kroll) re plan review	Corporate Actions	1.00
04/21/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	4.30
04/21/25	SHAH	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming emergence	Solicitation	2.50
04/21/25	TAR	DS	Review and analyze solicitation materials and procedures to be implemented in preparation for distributions	Corporate Actions	2.00
04/22/25	AVG	CO	Input incoming ballot information into voting database	Ballots	2.90
04/22/25	CAPO	CO	Input incoming ballot information into voting database	Ballots	1.20
04/22/25	CCP	CO	Input incoming ballot information into voting database	Ballots	0.50
04/22/25	CJ	DS	Confer with S. Kesler and H. Taatjes (Kroll) re supplemental disclosure statement and ongoing solicitation and tabulation	Solicitation	0.20
04/22/25	CJ	DS	Monitor ongoing collection of ballots and tabulation and conduct quality assurance review thereof	Solicitation	0.50
04/22/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.80
04/22/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	1.80
04/22/25	JUL	SA	Quality assurance review of incoming ballots	Ballots	1.10
04/22/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	4.70
04/22/25	MMB	SA	Confer with Z. Steinberg (Kroll) regarding solicitation	Solicitation	0.10
04/22/25	NMOR	CO	Input incoming ballot information into voting database	Ballots	2.50
04/22/25	SLL	DS	Review disclosure statement in preparation for upcoming distributions	Disbursements	1.60
04/22/25	STK	DS	Confer with C. Johnson and H. Taatjes (Kroll) re supplemental disclosure statement and ongoing solicitation and tabulation	Solicitation	0.20
04/22/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.70
04/22/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.30
04/22/25	STK	DS	Prepare vote declaration	Solicitation	0.30
04/22/25	TAR	DS	Review and analyze solicitation materials and procedures to be implemented in preparation for distributions	Corporate Actions	2.30
04/23/25	AVG	CO	Input incoming ballot information into voting database	Ballots	0.40
04/23/25	CCP	CO	Input incoming ballot information into voting database	Ballots	2.40
04/23/25	GRD	SA	Quality assurance review of incoming ballots	Ballots	1.80

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04/23/25	JGA	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.10
04/23/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	1.90
04/23/25	JUL	SA	Quality assurance review of incoming ballots	Ballots	1.30
04/23/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	3.20
04/23/25	NMOR	CO	Input incoming ballot information into voting database	Ballots	0.50
04/23/25	SHAH	SA	Review emails and documents related to distributions	Disbursements	0.50
04/23/25	SON	CO	Input incoming ballot information into voting database	Ballots	0.50
04/23/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	2.40
04/23/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.30
04/23/25	STK	DS	Prepare vote declaration	Solicitation	0.30
04/23/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.40
04/23/25	YK	CO	Input incoming ballot information into voting database	Ballots	1.80
04/24/25	AGOR	CO	Quality assurance review of ballot filing database	Ballots	1.20
04/24/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	1.10
04/24/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.90
04/24/25	RACL	SC	Quality assurance review of ballot filing database	Ballots	0.80
04/24/25	SABR	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming distributions	Disbursements	1.50
04/24/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.90
04/24/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.30
04/24/25	STK	DS	Prepare vote declaration	Solicitation	0.30
04/24/25	TAR	DS	Review and revise equity registration form in preparation for launch of process	Corporate Actions	3.90
04/24/25	YK	CO	Input incoming ballot information into voting database	Ballots	0.30
04/25/25	ATO	DS	Confer with C. Johnson and S. Kesler (Kroll) re status of tabulation	Solicitation	0.10
04/25/25	CJ	DS	Monitor tabulation and conduct quality assurance review thereof	Solicitation	1.10
04/25/25	CJ	DS	Confer with A. Orchowski and S. Kesler (Kroll) re status of tabulation	Solicitation	0.10
04/25/25	JGA	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.30
04/25/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.70
04/25/25	JUL	SA	Prepare vote declaration	Solicitation	2.10
04/25/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	5.40
04/25/25	SABR	SA	Review emails and documents related to upcoming distributions	Corporate Actions	1.00
04/25/25	STK	DS	Confer with A. Orchowski and C. Johnson (Kroll) re status of	Solicitation	0.10

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			tabulation		
04/25/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.10
04/25/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.30
04/25/25	STK	DS	Prepare vote declaration	Solicitation	0.30
04/25/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.30
04/25/25	TAR	DS	Review emails and documents related to distributions and associated processes	Disbursements	2.90
04/28/25	AVG	CO	Input incoming ballot information into voting database	Ballots	0.10
04/28/25	CJ	DS	Conduct quality assurance review of tabulation	Solicitation	0.80
04/28/25	JGA	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.80
04/28/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.90
04/28/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	4.10
04/28/25	MMB	SA	Review correspondence with S. Kesler and J. Gache (Kroll) and Z. Ben-Shahar and B. Nakhaimousa (Kirkland) regarding solicitation	Solicitation	0.20
04/28/25	MMB	SA	Quality assurance review of draft solicitation documents, ballots and notices	Solicitation	1.20
04/28/25	SABR	SA	Review lender registers related to upcoming distributions	Disbursements	0.50
04/28/25	SON	CO	Input incoming ballot information into voting database	Ballots	0.10
04/28/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.20
04/28/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.40
04/28/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.60
04/28/25	STK	DS	Prepare vote declaration	Solicitation	0.40
04/29/25	AVG	CO	Input incoming ballot information into voting database	Ballots	0.10
04/29/25	DS	DS	Monitor and review emails re equity registration preparation	Corporate Actions	0.30
04/29/25	HST	SA	Prepare vote declaration	Solicitation	2.20
04/29/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.90
04/29/25	MMB	SA	Confer with Z. Steinberg (Kroll) regarding solicitation	Solicitation	0.10
04/29/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.70
04/29/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.40
04/29/25	STK	DS	Prepare plan class reports for governmental solicitation mailing	Solicitation	0.80
04/29/25	STK	DS	Prepare vote declaration	Solicitation	0.30
04/30/25	CCP	CO	Input incoming ballot information into voting database	Ballots	0.10
04/30/25	CJ	DS	Monitor tabulation and conduct quality assurance review thereof	Solicitation	0.70

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04/30/25	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	1.30
04/30/25	HST	SA	Quality assurance review of incoming ballots	Ballots	1.90
04/30/25	HST	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.80
04/30/25	JGA	SA	Prepare vote declaration	Solicitation	0.40
04/30/25	JGA	SA	Quality assurance review of incoming ballots	Ballots	0.10
04/30/25	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.20
04/30/25	SABR	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming distributions	Corporate Actions	0.40
04/30/25	STCO	DI	Review and revise fee application	Retention / Fee Application	0.30
04/30/25	STK	DS	Respond to creditor inquiries related to solicitation	Call Center / Creditor Inquiry	0.60
04/30/25	STK	DS	Quality assurance review of claims register for lease counterparty to update voting database per disclosure statement order	Solicitation	0.40
04/30/25	STK	DS	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.60
04/30/25	STK	DS	Quality assurance review of incoming ballots	Ballots	0.70
04/30/25	STK	DS	Prepare plan class reports for governmental solicitation mailing	Solicitation	0.80
04/30/25	STK	DS	Prepare vote declaration	Solicitation	0.40
<b>Total Hours</b>					<b>218.40</b>